

COMPANIES ACT 2006

WRITTEN RESOLUTION

of

SATELLITE INFORMATION SERVICES LIMITED (the "Company")

Company number 4243307

Circulation date: *28 March 2008*

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as special resolutions of the Company

We, the undersigned, being Company members representing not less than 75 per cent of the total voting rights of eligible members of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolutions be passed as special resolutions, being for all purposes as valid and effective as if passed by us as special resolutions at a general meeting of the Company.

THAT the terms of each of the documents (the "Documents") listed in the Annexure to this written resolution and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution; and

SB THAT a new article ⁸~~12.2~~ of the Articles of Association of the Company, as set out below, be approved and adopted:

SB "12.28 TRANSFER TO CHARGE OR MORTGAGEE

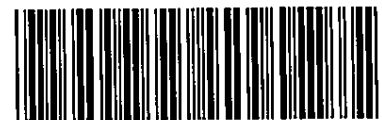
Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof where such transfer is in favour of

- (i) a chargee or mortgagee of such shares, or
- (ii) any nominee of a chargee or mortgagee of such shares; or
- (iii) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or
- (iv) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact "

Date *28 March 2008*

SIGNED *D. K. Holdgate* *DAVID HOLDGATE*
On behalf of Satellite Information Services (Holdings) Limited



Notes to members

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
 - (a) by delivering it by hand or by posting it to 17 Corsham Street, London N1 6DR marked for the attention of Kevin Smith,
 - (b) by faxing it to 0207 608 0897 marked for the attention of Kevin Smith, or
 - (c) by sending it as an attachment to an email at KSmith@sis.tv
- 2 A member's agreement to a written resolution, once signified, may not be revoked
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The resolution set out above must be passed before the end of 24 April 2008 otherwise it will lapse
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

ANNEXURE

- (a) A guarantee (the "Guarantee") to be entered into by Satellite Information Services (Holdings) Limited (the "Borrower"), the Company, Fatpipe Satcom Limited and SIS Outside Broadcasts Limited (the "Other Guarantors") in favour of the Lender pursuant to which the Borrower, the Company and the Other Guarantors each guarantee the Secured Obligations (as defined in the Guarantee),
- (b) Share charges (the "Share Charges") to be entered into by the Company in favour of the Lender in respect of the Company's shareholding in both SIS Outside Broadcasts Limited and Fatpipe Satcom Limited,
- (c) A hedging letter (the "Hedging Letter") to be entered into between the Company and the Lender, and
- (d) A debenture (the "Debenture") to be entered into by the Company and the Lender pursuant to which the Company grants fixed and floating charges over all its assets and undertaking